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LAW OFFICE
THOMAS F. MCFARLAND, P.C.
208 SOUTH LA SALLE STREET - SUITE 1890
CHICAGO, ILLINOIS 60604-1112
TELEPHONE (312) 236-0204
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mcfarland@aol.com

THOMAS F. MCFARLAND

RECEIVED
OCT 20 2011
MANAGEMENT
STB

October 19, 2011

By UPS overnight mail

Ms. Cynthia T. Brown, Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024

FILED
OCT 21 2011
SURFACE
TRANSPORTATION BOARD

Re: Finance Docket No. 35558, *Utah Southern Railroad Company LLC -- Acquisition and Operation Exemption -- Iron Bull Railroad Company, LLC*

Dear Ms. Brown:

Enclosed please find an original and 10 copies of Verified Notice of Exemption Under 49 C.F.R. § 1150.31, for filing with the Board in the above referenced matter.

Also enclosed is a check in the amount of \$1,800 for the filing fee.

Very truly yours,

Tom McFarland

Thomas F. McFarland
Attorney for Applicant

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Office of Proceedings
OCT 21 2011
Part of
Public Record

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SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

UTAH SOUTHERN RAILROAD)
COMPANY LLC -- ACQUISITION AND) FINANCE DOCKET
OPERATION EXEMPTION -- IRON BULL) NO. 35558
RAILROAD COMPANY, LLC)

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VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31

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Office of Proceedings

OCT 21 2011

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Public Record

FILED
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SURFACE
TRANSPORTATION BOARD

UTAH SOUTHERN RAILROAD COMPANY LLC
492 West Grant Street
Lebanon, OR 97355

Applicant

FEE RECEIVED
OCT 21 2011
SURFACE
TRANSPORTATION BOARD

By: THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204
(312) 201-9695 (fax)
mcfarland@aol.com

Attorney for Applicant

DATE FILED: October 20, 2011

BEFORE THE
SURFACE TRANSPORTATION BOARD

UTAH SOUTHERN RAILROAD)	
COMPANY LLC -- ACQUISITION AND)	FINANCE DOCKET
OPERATION EXEMPTION -- IRON BULL)	NO. 35558
RAILROAD COMPANY, LLC)	

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**VERIFIED NOTICE OF EXEMPTION
UNDER 49 C.F.R. § 1150.31**

Pursuant to 49 U.S.C. § 10502 and 49 C.F.R. §§ 1150.31, *et seq.*, UTAH SOUTHERN RAILROAD COMPANY, LLC (USRC) hereby provides notice of its class exemption from 49 U.S.C. § 10901 for acquisition from IRON BULL RAILROAD COMPANY, LLC (IBRC) of IBRC's authority from the Board to operate, and for its operation of, a rail line known as the Comstock Subdivision that extends between Milepost 0.1 at or near Iron Springs and Milepost 14.7 at or near Iron Mountain, a distance of 14.6 miles in Iron County, Utah ("the Rail Line"). The Rail Line is leased from Union Pacific Railroad Company (UP) by PIC Railroad, LLC (PIC) and is operated by USRC pursuant to an Operating Agreement with PIC.

By letter to the Board dated September 30, 2008, copy attached as Appendix 1, USRC notified the Board that the name of IBRC would be changed to USRC effective October 1, 2008. However, as of the date of that letter, USRC had been incorporated, and acquired IBRC's operating authority, and operated the Rail Line as a corporation separate and distinct from IBRC. Because IBRC and USRC are closely-held companies both of which are owned solely by Mr. Michael Root, Mr. Root incorrectly believed that only a notice of name-change was required for USRC to step into

the shoes of IBRC. Consequently, Mr. Root instructed counsel to prepare and file a notice of change of name from IBRC to USRC.

Recently, counsel for USRC became aware for the first time that USRC has a corporate existence separate from IBRC, and that IBRC's corporate existence has been dissolved. Consequently, USRC requires Board authority or an exemption for its acquisition of IBRC's authority to operate the Rail Line, and for its operation of the Rail Line. This Verified Notice of Exemption under 49 C.F.R. § 1150.31 is being filed in order to obtain the required exemption.

INFORMATION REQUIRED BY 49 C.F.R. § 1150.33

(a) The full name and address of the applicant;

The full name of applicant is Utah Southern Railroad Company, LLC, 492 West Grant Street, Lebanon, OR 97355.

(b) The name, address, and telephone number of the representative of the applicant who should receive correspondence;

Applicant's representative is Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, (312) 201-9695 (fax), mcfarland@aol.com.

(c) A statement that an agreement has been reached or details about when an agreement will be reached;

An agreement between USRC and IBRC was reached for USRC's acquisition of IBRC's authority to operate the Rail Line, and for USRC's operation of the Rail Line.

(d) The operator of the property;

USRC will operate the Rail Line.

(e) A brief summary of the proposed transaction, including:

(1) The name and address of the railroad transferring the subject property,

The transferor is IBRC, P.O. Box 1339, Cedar City, UT 94721.

(2) The proposed time schedule for consummation of the transaction,

The proposed acquisition and operation have been consummated. See previous explanation.

(3) The mile-posts of the subject property, including any branch lines,

The Rail Line extends between Milepost 0.1 at or near Iron Springs and Milepost 14.7 at or near Iron Mountain in Iron County, UT.

(4) The total route miles being acquired;

Authority to operate a total of approximately 14.6 miles of rail line is proposed to be acquired.

(f) A map that clearly indicates the area to be served, including origins, termini, stations, cities, counties, and States; and

The required map is attached hereto as Appendix 2.

(g) A certificate that applicant's projected revenues do not exceed those that would qualify it as a Class III carrier.

The required certificate is attached to these Verified Notices as Appendix 3.

VERIFICATION

A verification of the facts in this Notice is attached as Appendix 4.

CAPTION SUMMARY

The caption summary required by 49 C.F.R. § 1150.34 is attached to this Verified Notice as Appendix 5.

LABOR PROTECTION

By virtue of 49 U.S.C. § 10901(c), no labor protective conditions are to be imposed in regard to the proposed acquisition and operation.

ENVIRONMENTAL AND HISTORIC CONSIDERATIONS

By virtue of 49 C.F.R. § 1105.6(c)(2)(i) and § 1105.8(b)(1), no environmental or historic reporting is required for the proposed acquisition and operation.

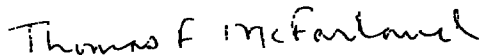
CONCLUSION

WHEREFORE, the Board should publish this Verified Notice in the Federal Register within 30 days of its filing.

Respectfully submitted,

UTAH SOUTHERN RAILROAD COMPANY LLC
492 West Grant Street
Lebanon, OR 97355

Applicant



By: THOMAS F. McFARLAND
THOMAS F. McFARLAND, P.C.
208 South LaSalle Street, Suite 1890
Chicago, IL 60604-1112
(312) 236-0204
(312) 201-9695 (fax)
mcfarland@aol.com

Attorney for Applicant

DATE FILED: October 20, 2011

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CHICAGO, ILLINOIS 60604-1112
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FAX (312) 201-9695
mcfarland@aol.com

APPENDIX 1

THOMAS F. MCFARLAND

September 30, 2008

By e-filing

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, S.W., Suite 1149
Washington, DC 20024

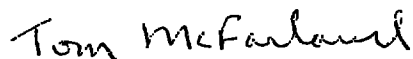
Re: STB Finance Docket No. 34897, *Iron Bull Railroad Company, LLC - Operation Exemption -- PIC Railroad, LLC*

Dear Ms. Quinlan:

Please refer to the Board's Notice of Exemption in the above proceeding, which is embraced in the Board's Notice of Exemption in STB Finance Docket No. 34896, *PIC Railroad, LLC - Lease and Operation Exemption - Union Pacific Railroad Company*, served September 14, 2006.

This is to provide notice to the Board that effective October 1, 2008, the name of Iron Bull Railroad Company, LLC is being changed to Utah Southern Railroad Company, LLC.

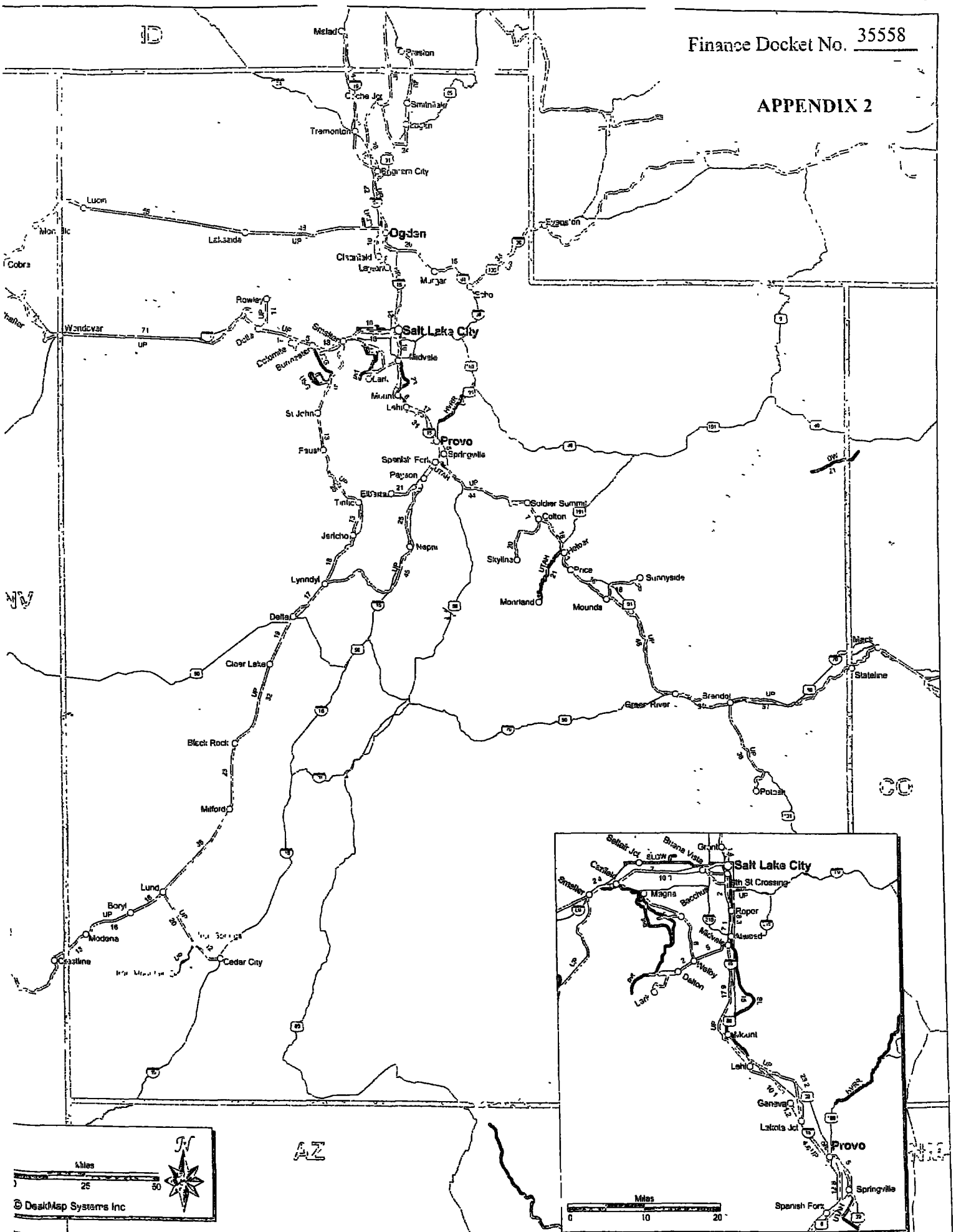
Very truly yours,



Thomas F. McFarland
*Attorney for Utah Southern
Railroad Company, LLC*

TMcF kl wp8 0\1338\ef\STB1

cc: Messrs. Mike Root, *by e-mail to mike_root@hotmail.com*
Frank Dolce, *by e-mail to frankddolce@msn.com*
John Miller, *by e-mail to jjmiller@up.com*



APPENDIX 3-A

CERTIFICATION

THOMAS F. McFARLAND, on oath, states that the projected revenues of Utah Southern Railroad Company, LLC, as a result of the acquisition and operation in this docket would not exceed those that would qualify it as a Class III rail carrier.

Thomas F. McFarland

Thomas F. McFarland



SUBSCRIBED and SWORN
to before me this 19th
day of October, 2011

Kathleen Lenihan

Notary Public

My commission expires: 2/5/2014

APPENDIX 3-B

CERTIFICATION

Pursuant to 49 C.F.R. § 1150.32(e), the undersigned, on oath, states that the projected revenues of Utah Southern Railroad Company, LLC, as a result of the acquisition and operation in this docket will not exceed \$5 million per year.

Thomas F. McFarland

Thomas F. McFarland



SUBSCRIBED and SWORN
to before me this 19th
day of October, 2011

Kathleen Lenihan

Notary Public

My commission expires: 2/5/2014

APPENDIX 4

VERIFICATION

STATE OF UTAH)
) SS:
COUNTY OF IRON)

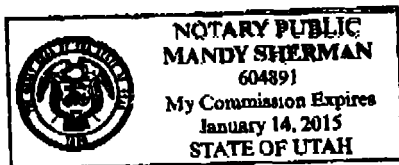
MICHAEL ROOT, being duly sworn on oath, deposes and states that he has read the notice in this docket, that he knows the contents thereof, and that the facts therein stated are true and correct.

Michael Root
MICHAEL ROOT

SUBSCRIBED and SWORN
to before me this 11th
day of October, 2011

Mandy Sherman
Notary Public

My commission expires: 1/14/15



APPENDIX 5

CAPTION SUMMARY

**SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION**

(Finance Docket No. 35558)

**UTAH SOUTHERN RAILROAD COMPANY, LLC
-- ACQUISITION AND OPERATION EXEMPTION --
IRON BULL RAILROAD COMPANY, LLC**

Utah Southern Railroad Company, LLC (USRC) hereby provides notice of its class exemption from 49 U.S.C. § 10901 for acquisition from Iron Bull Railroad Company, LLC (IBRC) of IBRC's authority from the Board to operate, and for its operation of, a rail line known as the Comstock Subdivision that extends between Milepost 0.1 at or near Iron Springs and Milepost 14.7 at or near Iron Mountain, a distance of 14.6 miles in Iron County, Utah ("the Rail Line"). The Rail Line is leased from Union Pacific Railroad Company (UP) by PIC Railroad, LLC (PIC) and is operated by USRC pursuant to an Operating Agreement with PIC.

Any comments must be filed with the Board and must be served on applicant's representative, Thomas F. McFarland, Thomas F. McFarland, P.C., 208 South LaSalle Street, Suite 1890, Chicago, IL 60604-1112, (312) 236-0204, (312) 201-9695 (fax), mcfarland@aol.com.

This notice of exemption is filed under 49 C.F.R. § 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

(SEAL)

By the Board